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STATES
SECURITIES AND COMMISSION
Washington, D.C. 20549

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**ANNUAL AUDITED REPORT
FORM X-17A-5
PART III**

SEC FILE NUMBER

8-48926

FACING PAGE

**Information Required of Brokers and Dealers Pursuant to Section 17 of the
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING JANUARY 1, 2009 AND ENDING DECEMBER 31, 2009
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER DEALER: **TOWER BROKERAGE SERVICES, INC.**

OFFICIAL USE ONLY

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

FIRM ID. NO.

2104 E. WEST 25TH STREET

(No. and Street)

LAWRENCE

KANSAS

66047

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

ROBERT D. SUDERMAN, PRESIDENT

(785) 749-3031

(Area Code - Telephone No.)

B. ACCOUNTANT DESIGNATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

OHAB AND COMPANY, PA

(Name - if individual, state last, first, middle name)

100 E. SYBELIA AVENUE, SUITE 130

FLORIDA

32751

(Address and City)

(State)

(Zip Code)

CHECK ONE:

- ☒ Certified Public Accountant
☐ Public Accountant
☐ Accountant not resident in United States or any of its Possessions

FOR OFFICIAL USE ONLY

*Claims for exemption from the requirement that the annual audit be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

Potential persons who are to respond to the collection of
information contained in this form are required to respond unless
the form displays a current valid OMB control number.

SEC 1410 (06-02)

OATH OR AFFIRMATION

I, ROBERT D. SUDERMAN, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm or TOWER BROKERAGE SERVICES, INC., as of December 31, 2009 are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

Robert D. Suderman
Signature

PRESIDENT
Title

Eric L. Strimple
Public Notary

NOTARY PUBLIC - State of Kansas
ERIC L. STRIMPLE
My Appt. Expires 10-15-2011

This report** contains (check all applicable boxes):

- ☒ (a) Facing page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of Changes in Financial Condition.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's Capital.
- ☐ (f) Statement of changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☐ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☐ (i) Information Relating to the Possession or control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements under Exhibit A of Rule 15c3-1.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☐ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

** For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

FINANCIAL STATEMENTS

**TOWER BROKERAGE
SERVICES, INC.**

December 31, 2009

**TOWER BROKERAGE SERVICES, INC.
FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2009**

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Ohab and Company, P.A.

Certified Public Accountants

100 East Sybelia Avenue, Suite 130
Maitland, FL 32751

E-Mail: ohabco@earthlink.net

Phone: 407-740-7311
Fax: 407-740-6441

INDEPENDENT AUDITORS' REPORT

Board of Directors and Stockholders
Tower Brokerage Services, Inc.
Lawrence, KS

We have audited the accompanying statements of financial condition of Tower Brokerage Services, Inc. as of December 31, 2009 and the related statements of operations, changes in stockholders' equity, and cash flows for the year then ended that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Tower Brokerage Services, Inc. as of December 31, 2009 and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the schedule presented on pages 8 and 10 is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Ohab and Company, P.A.

February 15, 2010

TOWER BROKERAGE SERVICES, INC.

STATEMENT OF FINANCIAL CONDITION

December 31, 2009

ASSETS

Assets:

Cash and cash equivalents	\$ 10,187
Deferred tax asset	14,824
	<hr/>
	\$ 25,011
	<hr/>

LIABILITIES AND STOCKHOLDERS' EQUITY

Subordinated borrowings

Subordinated loans	\$ 46,000
Accrued interest on subordinated loans	28,053
	<hr/>
	74,053
	<hr/>

Stockholders' equity:

Common stock, no par value; 100,000 shares authorized, 100 shares issued and outstanding	100
Additional paid-in capital	34,655
Retained earnings (deficit)	(83,797)
	<hr/>
	(49,042)
	<hr/>
	\$ 25,011
	<hr/>

The accompanying notes are an integral part of these financial statements.

TOWER BROKERAGE SERVICES, INC.

STATEMENT OF OPERATIONS
For the Year Ended December 31, 2009

Revenues:

Commission income	\$ 10,864
Total revenues	<u>10,864</u>

Expenses:

Compensation and employee benefit	7,367
Professional fees	3,453
Other operating expenses	1,039
Interest on subordinated loans	<u>2,760</u>

Total expenses	<u>14,619</u>
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Income (loss) before taxes	(3,755)
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Income tax benefit	<u>(751)</u>
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Net income (loss)	<u><u>\$ (3,004)</u></u>
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The accompanying notes are an integral part of these financial statements.

TOWER BROKERAGE SERVICES, INC.

STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
For the Year Ended December 31, 2009

	Common Stock		Additional	Retained	
	Shares	Amount	Paid-in	Earnings	Total
			Capital		
Balances, December 31, 2008	100	\$ 100	\$ 30,755	\$ (80,793)	\$ (49,938)
Net income (loss)			3,900	(3,004)	896
Balances, December 31, 2009	100	\$ 100	\$ 34,655	\$ (83,797)	\$ (49,042)

The accompanying notes are an integral part of these financial statements

TOWER BROKERAGE SERVICES, INC.

STATEMENT OF CASH FLOWS

For the Year Ended December 31, 2009

Cash flows from operating activities:

Net income (loss)	\$ (3,004)
Adjustments to reconcile net income to net cash flows from operating activities:	
Increase (decrease) in:	
Accrued interest on subordinated borrowings	2,760
Deferred taxes	(751)
Net cash used in operating activities	<u>(995)</u>

Cash flows from financing activities:

Contributed additional paid-in capital	<u>3,900</u>
Net cash provided by financing activities	<u>3,900</u>

Net increase in cash and cash equivalents	2,906
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Cash and cash equivalents at beginning of period	<u>7,281</u>
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Cash and cash equivalents at end of period	<u><u>\$ 10,187</u></u>
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The accompanying notes are an integral part of these financial statements.

TOWER BROKERAGE SERVICES, INC.

NOTES TO FINANCIAL STATEMENTS

December 31, 2009

Note 1 – Summary of Significant Accounting Policies

Nature of Business

Tower Brokerage Services, Inc. (the Company) is an introducing broker-dealer, registered with the Securities Exchange Commission ("SEC"), a member of the Financial Industry Regulatory Authority ("FINRA") and a member of the Securities Investor Protection Corporation ("SIPC"). The Company was incorporated in December 1995.

The Company's revenue is derived from commissions earned on the sale of mutual funds. Any transactions with the mutual fund houses are consummated directly between the customer and the mutual fund house; the Company receives a commission.

Cash and Cash Equivalents

For purposes of reporting the statement of cash flows, the Company considers all cash accounts, which are not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. Cash balances in excess of FDIC and similar insurance coverage are subject to the usual banking risks associated with funds in excess of those limits. At December 31, 2009, the Company had no uninsured cash balances.

Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reporting period. Actual results could differ from those estimates.

Income Taxes

We determine our income tax provision, using the asset and liability method (ASC 740 *Accounting for Income Taxes*). Under this method, deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. We also recognize future tax benefits associated with tax loss and credit carryforwards as deferred tax assets. Our deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. We measure deferred tax assets and liabilities using enacted tax rates in effect for the year in which we expect to recover or settle the temporary differences. The effect of a change in tax rates on deferred taxes is recognized in the period that the change is enacted. We reduce our net tax assets for the estimated additional tax and interest that may result from tax authorities disputing uncertain tax positions we have taken.

Fair Value of Financial Instruments

All of the Company's financial assets and liabilities are carried at market value or at amounts, which, because of their short-term nature, approximate current fair value.

TOWER BROKERAGE SERVICES, INC.

NOTES TO FINANCIAL STATEMENTS

December 31, 2009

Note 2 – Net Capital Requirements

The Company is subject to the Securities and Exchange Commission's Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital at amount equal to the greater of \$5,000 or 6 2/3% of aggregate indebtedness, and requires that the ratio of aggregate indebtedness to net capital not to exceed 15 to 1. At December 31, 2009, the Company had excess net capital of \$5,187.

Note 3 – Income Taxes

The deferred tax asset at December 31, 2009 is summarized below::

	<u>2009</u>
Net operating loss carryforwards	\$ 9,213
Other	<u>5,611</u>
Net deferred tax asset	<u>\$ 14,824</u>

The Company had no tax positions at December 31, 2009, where the ultimate deductibility was highly certain, but there was uncertainty about the timing of such deductibility.

Note 4 – Related Party Transactions

On July 1, 2007, the Company entered into a five year Expense Sharing the Agreement ('Agreement') with Aim, Inc. ('Aim') and Intermark Commercial Services, LLC ('Intermark'), both related party companies. The Agreement provides that Aim will provide the use of telephones and office space at no cost to the Company and Intermark will provide the use of telephones at no cost to the Company.

TOWER BROKERAGE SERVICES, INC.

NOTES TO FINANCIAL STATEMENTS

December 31, 2009

Note 5 – Subordinated Borrowings

The borrowings under subordination agreements at December 31, 2009 are listed below:

Subordinated notes payable to shareholder at 6%, due:

November 15, 2011	\$ 4,000
November 15, 2011	5,000
November 17, 2010	8,500
December 10, 2010	5,000
December 10, 2010	6,000
January 10, 2011	5,000
January 11, 2011	3,000
January 11, 2011	5,000
December 9, 2011	<u>4,500</u>
	<u>\$ 46,000</u>

The subordinated borrowings and related accrued interest are with the Company's sole shareholder and are available in computing net capital under the Securities and Exchange Commission's Uniform Net Capital Rule (SEC rule 15c3-1). To the extent that such borrowings are required for the Company's continued compliance with minimum net capital requirements, they may not be repaid.

TOWER BROKERAGE SERVICES, INC.
COMPUTATION AND RECONCILIATION OF NET CAPITAL UNDER RULE 15c3-1
OF THE SECURITIES AND EXCHANGE COMMISSION
As of December 31, 2009

Computation of basic net capital requirements:

Total stockholder's equity	\$ (49,042)
Subordinated borrowings allowable in computation of net capital	74,053
Nonallowable assets	<u>(14,824)</u>
Net capital	10,187
Minimum net capital required, the greater of \$5,000 or 6 2/3% of aggregate indebtedness	<u>5,000</u>
Excess net capital	<u><u>\$ 5,187</u></u>
Net capital per December 31, 2009 Form X-17A-5	<u><u>\$ 5,187</u></u>
Excess net capital at 1000%	<u><u>\$ 4,187</u></u>

There are no discrepancies existing between the above computation and the computation included in the Company's corresponding amended unaudited Form 17A-5 Part IIA filing. Accordingly, no reconciliation is deemed necessary.

TOWER BROKERAGE SERVICES, INC.
COMPUTATION OF AGGREGATE INDEBTEDNESS
UNDER RULE 17a OF THE SECURITIES AND EXCHANGE COMMISSIONS
AS OF DECEMBER 31, 2009

Total aggregate indebtedness:

Total liabilities	\$ 74,053
Less subordinated borrowings	<u>74,053</u>

Aggregate indebtedness	<u><u>\$ -</u></u>
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**Ratio of aggregate indebtedness
to net capital**

<u><u>0</u></u>

TOWER BROKERAGE SERVICES, INC.
INFORMATION RELATING TO EXEMPTIVE PROVISION
REQUIREMENTS UNDER SEC RULE 15c3-3
AS OF DECEMBER 31, 2009

With respect to the Computation for Determination of Reserve Requirements under Rule 15c3-3, the Company qualifies for exemption under subparagraph (K) (2) (ii) of the Rule.

With respect to the Information Relating to Possession and Control Requirements under Rule 15c3-3, the Company qualifies for exemption under subparagraph (K) (2) (ii) of the Rule.

Ohab and Company, P.A.

Certified Public Accountants

100 East Sybelia Avenue, Suite 130
Maitland, FL 32751

E-Mail: ohabco@earthlink.net

Phone: 407-740-7311
Fax: 407-740-6441

REPORT ON INTERNAL CONTROL REQUIRED BY SEC RULE 17a-5(g)(1) FOR A BROKER-DEALER CLAIMING EXEMPTION FROM SEC RULE 15C3-3

Board of Directors
Tower Brokerage Services, Inc.
Lawrence, KS

In planning and performing our audit of the financial statements and supplemental schedules of Tower Brokerage Services, Inc. (the "Company") as of and for the year ended December 31, 2009 in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting ("including control") as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including consideration of control activities for safeguarding securities. This study included tests of such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications and comparisons and recordation of differences required by rule 17a-13.
2. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control or the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate

A *control deficiency* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A *significant deficiency* is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control.

A *material weakness* is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control.

Our consideration of the internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. We did not identify any deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses, as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures, were adequate at December 31, 2009 to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC and other regulatory agencies that rely on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

Shah and Company, P.A.

February 15, 2010